

**AMENDMENT No. 1 TO
WIRELESS INTERCONNECTION AGREEMENT
BETWEEN MISSOURI VALLEY COMMUNICATIONS, INC. AND ITS SUBSIDIARIES
AND AFFILIATES ("MISSOURI VALLEY") AND
CELLCO PARTNERSHIP D/B/A VERIZON WIRELESS**

This Amendment No. 1 (the "Amendment") to the Wireless Interconnection Agreement between Missouri Valley Communications, Inc. and its subsidiaries and affiliates ("Missouri Valley") and Cellco Partnership d/b/a Verizon Wireless ("VZW") effective April 1, 2003 (the "Interconnection Agreement") is made and entered into as of July 1, 2004 between Missouri Valley and VZW.

WHEREAS, Missouri Valley and VZW (hereinafter individually referred to as a Party or collectively referred to as the "Parties") desire to amend the existing Interconnection Agreement; and

NOW, THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Section 3.1 of the existing Interconnection Agreement shall be replaced in its entirety with the following:

3.1 This Agreement is intended, inter alia, to describe and enable specific Interconnection/Reciprocal Compensation arrangements between the Parties. This Agreement does not obligate either Party to provide arrangements not specifically provided for herein. This Agreement relates to exchange of traffic between Missouri Valley and VZW. Missouri Valley's NXXs are listed in Telcordia's Local Exchange Routing Guide ("LERG") under Operating Company Numbers ("OCN") 587A and 2247 in the state of North Dakota. VZW represents that it is a CMRS provider of telecommunications services to subscribers in MTA No. 12, Minneapolis-St. Paul. VZW's NXXs are listed in the LERG under OCN 6568 in the state of North Dakota. Additions or changes to either Party's NPA/NXXs will be listed in the LERG.

2. Section 4.2 of the existing Interconnection Agreement shall be replaced in its entirety with the following:

4.2 Indirect Traffic. To the extent that VZW and Qwest or VZW and another non-party LEC have entered into or may enter into contractual arrangements for the delivery of VZW traffic to Missouri Valley's network for termination to Missouri Valley's customers, or its subsidiary Nemont Telephone Cooperative's ("Nemont") customers in Nemont's Ambrose, Fortuna and East Westby exchanges, Missouri Valley will accept this traffic subject to compensation arrangement as outlined in Section 5 below.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

Cellco Partnership d/b/a Verizon Wireless	Missouri Valley Communications, Inc. and its subsidiaries and affiliates ("Missouri Valley")
By: _____ Name: _____ Title: _____ Date: _____	By: _____ Name: _____ Title: _____ Date: _____